

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Simmons Jennifer</u> (Last) (First) (Middle) 4 LIBERTY LANE WEST (Street) HAMPTON NH 03842 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Planet Fitness, Inc. [PLNT]</u> 3. Date of Earliest Transaction (Month/Day/Year) 11/14/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Div President, Corp Stores 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	11/14/2024		M		1,486	A	\$19.27	23,894	D	
Class A common stock	11/14/2024		S		1,486	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		M		811	A	\$36.42	23,219	D	
Class A common stock	11/14/2024		S		811	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		M		690	A	\$70.44	23,098	D	
Class A common stock	11/14/2024		S		690	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		M		1,868	A	\$64.35	24,276	D	
Class A common stock	11/14/2024		S		1,868	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		M		2,356	A	\$78.35	24,764	D	
Class A common stock	11/14/2024		S		2,356	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		M		944	A	\$83.04	23,352	D	
Class A common stock	11/14/2024		S		944	D	\$96.2292 ⁽¹⁾	22,408	D	
Class A common stock	11/14/2024		S		3,298	D	\$96.1405	19,110	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$19.27	11/14/2024		M			1,486	(2)	03/31/2027	Class A common stock	1,486	\$0.00	0.00	D	
Stock Options (Right to buy)	\$36.42	11/14/2024		M			811	(3)	04/02/2028	Class A common stock	811	\$0.00	0.00	D	
Stock Options (Right to buy)	\$70.44	11/14/2024		M			690	(4)	04/09/2029	Class A common stock	690	\$0.00	0.00	D	
Stock Options (Right to buy)	\$64.35	11/14/2024		M			1,868	(5)	03/06/2030	Class A common stock	1,868	\$0.00	0.00	D	
Stock Options (Right to buy)	\$78.35	11/14/2024		M			2,356	(6)	03/19/2031	Class A common stock	2,356	\$0.00	786	D	
Stock Options (Right to buy)	\$83.04	11/14/2024		M			944	(7)	03/15/2032	Class A common stock	944	\$0.00	945	D	

Explanation of Responses:

1. The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$96.14 to \$96.27, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
2. The options vested in equal installments on each of March 31, 2018, 2019, 2020 and 2021.
3. The options vested in equal installments on each of April 2, 2019, 2020, 2021 and 2022.
4. The options vested in equal installments on each of April 9, 2020, 2021, 2022 and 2023.
5. The options vested in equal installments on each of March 6, 2021, 2022, 2023 and 2024.
6. The options vest in equal installments on each of March 19, 2022, 2023, 2024 and 2025.
7. The options vest in equal installments on each of March 15, 2023, 2024, 2025 and 2026.

Remarks:

/s/ Justin Vartanian, Attorney-in-Fact

11/18/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.